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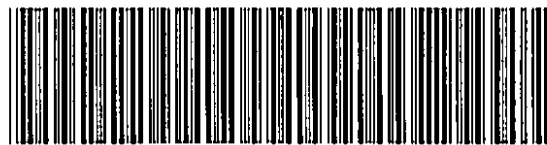
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TALLAHASSEE, FLORIDA

18 AUG 15 AM 10:33

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AUG 20 2018

S. YOUNG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 6, 2018

RICHARD STABILE
ST ANDREW'S EPISCOPAL ACADEMY
210 SOUTH INDIAN RIVER DRIVE
FORT PIERCE, FL 34950

SUBJECT: ST. ANDREW'S EPISCOPAL ACADEMY, INC.
Ref. Number: N05000007810

We have received your document for ST. ANDREW'S EPISCOPAL ACADEMY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please check the appropriate box on the amendment form regarding the adoption of the amendment(s).

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Shelia.H Young
Regulatory Specialist II

Letter Number: 318A00016099

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SECRETARY OF STATE
TALLAHASSEE, FL

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ST. ANDREW'S EPISCOPAL ACADEMY

Head of Schools

Suzanne D. Barry

Chaplain

Timothy Rutherford

July 30, 2018

Head of Upper School

Suzanne D. Barry

Head of Lower School

Mandy Doss

**Head of Business and
Support Services**

Cheryl Horgan

Department of State

Division of Corporations

Amendments Section

P.O. Box 6327

Tallahassee, FL 32314

Board of Trustees***Executive Board******Chair***

Michelle Lineal

Vice Chair

William Stoddard

Secretary

Richard Stabile

Treasurer

Susan Carver

Ex-Officio

The Rt. Rev. Gregory O.

Brewer, Bishop of the

Diocese of Central

Florida

The Rev. Reid

McCormick

Rector of St. Andrew's

Episcopal Church

Trustees

Susan Hurley Simonson

Christina Fischer

Tiffany Nixon

Valerie Davis-Bailey

To Whom This May Concern,

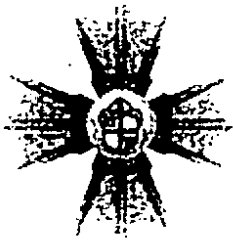
Enclosed please find a copy each of the approval letter from the Episcopal Diocese of Central Florida, our amended and restated Articles of Incorporation, and our check for \$35.00 to satisfy the filing fee.

Sincerely,

Richard Stabile

Secretary

St. Andrew's Episcopal Academy, Inc.



The Episcopal Church Diocese of Central Florida

Sarah Caprani
Secretary of the Diocese of Central Florida

September 25, 2015

The Rev. John Liebler
St. Andrew's Church
210 South Indian River Drive
Fort Pierce, FL 34950-4337

Dear Father Liebler and St. Andrew's Episcopal Academy Board of Trustees,

At the June 2014 Diocesan Board Meeting, Board Members remanded approval of the St. Andrew's Episcopal Academy amended and restated *Articles of Incorporation* and *Bylaws* to the Diocesan Board Executive Committee. Earlier this week, Executive Committee Members reviewed these afore-mentioned documents and in a poll taken on Wednesday, September 23, 2015, voting members unanimously approved the amended and restated *Articles of Incorporation* and *Bylaws* for St. Andrew's Episcopal Academy.

Thank you for your due diligence in this undertaking.

Yours very truly,

Sarah Caprani, Secretary
Diocesan Board

cc: The Rev. Canon Timothy C. Nunez

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ST. ANDREW'S EPISCOPAL ACADEMY, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

FILED
18 AUG 16 AM 10:33
SOUTH LUCIE COUNTY
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation shall be ST. ANDREW'S EPISCOPAL ACADEMY, INC. (the "**Corporation**").

ARTICLE II – ADDRESS

The mailing address of the Corporation is 210 South Indian River Drive, Fort Pierce, Florida 34950.

ARTICLE III – PURPOSE

The purposes for which this Corporation is organized are as follows:

to found, establish, conduct, maintain, operate, and perpetuate Episcopal primary, elementary, and secondary schools in St. Lucie County, Florida where students may obtain, upon such terms as may be determined, a quality general education with particular reference to preparing students morally, spiritually, mentally, physically, and intellectually for higher education (the school(s) to be operated by the Corporation as contemplated in these Articles of Incorporation may hereinafter be referred to as the "**Academy**");

to provide a Christian school, open to all, as further described in the Bylaws;

to operate an Academy to serve as a significant outreach program to the community and to cooperate with St. Andrew's Episcopal Church, Inc., of Fort Pierce, Florida (the "**Church**") to exercise the ministry in a collegial partnership; and

to generally do any lawful and proper act which may be necessary or expedient for the running, maintaining, operating, and conducting such Episcopal school, no matter how remotely connected.

As an Episcopal school, the Corporation accedes, is subordinate, and is subject to the constitution, canons, doctrine, discipline and worship of the Protestant

Episcopal Church in the United States of America (the “**Episcopal Church**”) and the constitution and canons of the Episcopal Diocese of Central Florida (the “**Diocese**”).

The Corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, as amended from time to time, together with such other additional powers as shall be reasonably coexistent and appropriate for the full use and proper management of School(s) herein contemplated.

ARTICLE IV – TYPE OF CORPORATION

The Corporation shall be a not-for-profit corporation.

ARTICLE V – DURATION

The period of duration for this Corporation shall be perpetual.

ARTICLE VI – PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation (the “**Articles**”):

- 1) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions or any subsequent federal tax laws (the “Code”), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.
- 2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- 3) The powers of this Corporation shall be limited by the purposes of the corporation as set forth in Article III above.

ARTICLE VII – TRUSTEES

There shall be a Board of Trustees who shall oversee the operation of the Academy. The number, composition, terms of office and removal provisions are provided in the Bylaws.

ARTICLE VIII – REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 210 South Indian River Drive, Fort Pierce, Florida 34950, and the Head of Schools shall serve as the registered agent of the Corporation at that address.

ARTICLE IX – MEMBERS; INDEMNIFICATION

Section 1. The Members of this Corporation shall be those persons from time to time constituting the Vestry of the Church.

Section 2. The Members of the Corporation shall elect the Trustees of the Board as set forth in the Bylaws of the Corporation.

Section 3. In consideration of service to it, the Corporation agrees to defend, indemnify, and hold harmless any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact such person is or was a Member or a Trustee or an officer of the Corporation, or serves or served any other corporation, entity, or organization in any capacity at the request of the Board or the Members while a Trustee, Member, or officer of the Corporation, from and against any liability or loss that such person may sustain as a result of claims, demands, costs, judgments, fines, or amounts paid in settlement upon approval of the Board and/or Members, including, without limitation, reasonable attorneys' fees and costs of investigation, whether suit be filed or not and including appeal, arising or resulting from such person's service or tenure as a Member, Trustee, or officer of the Corporation.

The foregoing duty to defend, hold harmless, and indemnify shall be enforced to the fullest extent permitted by the laws of the State of Florida, expressly covering, by way of example and not limitation, negligence of the indemnitee, negligent or unintentional violation by the indemnitee of any antitrust, civil rights, or other law of the State of Florida or the United States of America, and excluding only indemnification against loss or liability arising from intentional wrongdoing. Nevertheless, the Corporation shall defend the defendant or accused against any claim, demand, suit, or prosecution for intentional wrongdoing or such equivalent.

including appeal. The defendant or accused, however, shall be required to repay the cost of defending a suit or prosecution for his intentional wrongdoing or such equivalent if held liable by judgment or convicted, after exhaustion or waiver of appeal. No person shall be entitled to indemnification with respect to actions or claims by the Corporation, the Church, the Diocese, or the Episcopal Church.

Every indemnitee referred to herein shall give written notice to the Board and Members of any act or occurrence requiring the Corporation to perform any obligation under this indemnification provision and agreement when any indemnitee is made or threatened to be made a party to any action or proceeding, whether civil or criminal, as indemnified against herein, promptly after the threats of such actions or proceedings shall have come to the indemnitee's knowledge, said notice to be furnished to the Board and Members in writing, by registered mail, addressed to the Registered Agent of the Corporation and to the Rector. The indemnitee agrees to fully cooperate with the Corporation in its discharge of its obligations hereunder and to furnish to the Corporation all information requested in discharging the Corporation's obligations herein stated. In case a claim should be brought or an action tiled with respect to the subject of indemnity herein, or a threat thereof, the indemnitee agrees that the Corporation may employ attorneys of its own selection to appear and defend the claim or action on behalf of the indemnitee at the expense of the Corporation as herein required, and the Corporation, at its option, shall have the sole authority for the direction of the defense, and shall be the sole judge of the acceptability of any compromise or settlement of any claims or actions against the indemnitee, or threats thereof.

ARTICLE X—BYLAWS

The Board may alter, amend, or repeal the Bylaws, or any portion(s) thereof, as and in the manner set forth in the Bylaws, subject to the approval by a majority of the Vestry and of the Bishop.

ARTICLE XI – DISSOLUTION, MERGERS, AND ACQUISITIONS

Section 1. Mergers with or acquisitions of any other corporation shall require the vote of that number of the Members constituting two-thirds (2/3) of the total number of Members and the vote of that number of the Trustees constituting two-thirds (2/3) of the total number of Trustees.

Section 2. Notwithstanding the power and authority of the Bishop to close schools as described in the canons of the Diocese, the decision to wind up or dissolve

the Corporation shall be within the sole and absolute discretion of the Trustees. Upon the dissolution or winding up of this Corporation, its assets remaining after payment of, or provision of payment of, all debts and liabilities of the Corporation (including the payment of all costs and expenses of such dissolution) shall be distributed to the Church, provided that the Church shall qualify as exempt organizations under Section 501(c)(3) of the Code. In the event that the Church does not so qualify, the assets of the Corporation shall be distributed to the Diocese, provided that the Diocese shall qualify as exempt organizations under Section 501(c)(3) of the Code. In the event that the Diocese does not so qualify, the assets of the Corporation shall be distributed to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes selected by a majority of the Trustees which shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code.

Section 3. In the event the Board shall elect to dissolve the Corporation but allow the Academy to continue operating in connection with the Church, then the procedures to be followed shall be as set forth in the bylaws of the Church, which shall control and supersede over any provision(s) to the contrary in these Articles, the Bylaws, or any other organizational documents of the Corporation.

ARTICLE XII – AMENDMENT

These Articles may be amended, altered, changed, or repealed by a vote of two-thirds (2/3) of the Members of the Corporation provided, however, that such amendment shall also be approved in writing by a vote of two-thirds (2/3) of the Board of Trustees and the Bishop of the Diocese of Central Florida.

ARTICLE XIII – EFFECTIVE DATE

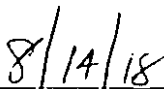
The effective date of these Amended and Restated Articles of the Corporation set forth herein will be as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

ACCEPTANCE OF REGISTERED AGENT

I, SUZANNE D. BARRY, residing in Vero Beach, Florida, and whose registered office address is 210 South Indian River Drive, Fort Pierce, Florida 34950, having, as Head of Schools of St. Andrew's Episcopal Academy, Inc., been designated as Registered Agent to accept service of process for the above stated corporation, hereby accept the appointment as Registered Agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



SUZANNE D. BARRY



DATE

The date of each amendment(s) adoption: EACH AMENDED ARTICLE WAS ADOPTED BY THE MEMBERS SITTING AT THE TIME ON FEBRUARY 14, 2015, AND APPROVED BY THE DIOCESE OF CENTRAL FLORIDA, AS REQUIRED BY ARTICLE XII, ON SEPTEMBER 27, 2015. if other than the date this document was signed.

Effective date if applicable: DATE OF FILING WITH THE SECRETARY OF STATE, PER ARTICLE XIII.
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 8/13/18

Signature

Michelle L. Lineal

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michelle L. Lineal

(Typed or printed name of person signing)

Chair St. Andrew's Episcopal Academy

(Title of person signing)

Board
Trustee